

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

This space for use by
Secretary of State

Date

License Fee \$

Franchise Tax \$

Filing Fee \$

Penalties \$

Approved:

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Primo Communications Inc

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Michigan

(b) Date of Incorporation: 2/22/2002

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

617 Birchtree CT

NONE

Rochester Hills, MI 48306

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Ovidiu

Haiduc

First Name

Middle Name

Last Name

Registered Office 1417 W. Elmdale Suite 3B

Number

Street

Suite #

Chicago, IL

60660

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

MI

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	Adelaida Ardelean	617 Birchtree Ct	Rochester Hills	MI	48306
Secretary	Benjamin D. Ardelean	617 Birchtree Ct	Rochester Hills	MI	48306
Director	Regina Jude	617 Birchtree Ct	Rochester Hills	MI	48306
Director					
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Long distance services (intraLata and Interlata), tollfree numbers, calling cards

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
NONE				

9. Paid-in Capital: \$ 10,000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 100,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 500,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 20,000.00

11. Interrogatories: (Important – this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 3A
(b) Number of shares of all classes owned by residents of Illinois: 0
(c) Number of shares of all classes owned by non-residents of Illinois: 1
(d) Is the corporation transacting business in this state at this time? no
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated September 10, 2002
(Month & Day) (Year)

attested by Benjamin D. Ardelean
(Signature of Secretary or Assistant Secretary)
Benjamin D. Ardelean, CEO/Secretary
(Type or Print Name and Title)

Primo Communications Inc
(Exact Name of Corporation)
Adelaida Ardelean
(Signature of President or Vice President)
by Adelaida Ardelean President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES		
Date Received FEB 19 2002	(FOR BUREAU USE ONLY) FILED	
	This document is effective on the date filed, unless subsequent effective date within 90 days after received date is stated in the document. FEB 22 2002	
Name Benjamin D. Ardelean	Administrator BUREAU OF COMMERCIAL SERVICES	Trans: 3867958-1 02/19/02 Chk#: 1886 \$60.00 ID#: BENJAMIN ARDELEAN
Address 617 Birchtree Ct.		Trans: 3867958-2 02/19/02 Chk#: 1886 \$60.00 ID#: BENJAMIN ARDELEAN
City Rochester Hills	State Michigan	Zip Code 48306
EFFECTIVE DATE:		

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

288 04C

ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Primo Communications Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

All Purposes

ARTICLE III

The total authorized shares:

1. Common Shares 100,000

Preferred Shares _____

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:
 Initial distribution of shares:

- Benjamin D. Ardelean owner of 34,000 common shares with 34% voting power.
- Adelaida L. Ardelean owner of 33,000 common shares with 33% voting power.
- Regina Jude owner of 33,000 common shares with 33% voting power.

ARTICLE IV

1. The address of the registered office is:

617 Birchtree Ct Rochester Hills , Michigan 48306

(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

, Michigan

(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: Benjamin D. Ardelean

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:	
Name	Residence or Business Address
Benjamin D. Ardelean	617 Birchtree Ct., Rochester Hills, MI 48306
Adelaida L. Ardelean	617 Birchtree Ct., Rochester Hills, MI 48306
Regina Jude	6413 Calhoun, Dearborn, MI 48126

ARTICLE VI (Optional. Delete if not applicable)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII (Optional. Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the incorporator(s) sign my (our) name(s) this 16th day of February, 2002.

Regina Jude

REGINA - JUDE

Adela Ardelean

Adela Ardelean

Benjamin D Ardelean

BENJAMIN D. ARDELEAN